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CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8070
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matr No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____

FILED
 SECRETARY OF STATE
 DIVISION OF CORPORATIONS

95 JUL -6 AM 11:09

dB 7/10/95

REQUEST	TAKEN	CONFIRMED	APPROVED
DATE _____	_____	_____	_____
TIME _____	_____	_____	CK No. _____
BY <u>MLC</u>	_____	_____	_____

WALK-IN Will Pick Up 7/10 12:00

RE: Above Airline
 95 JUL -6 AM 9 28
 DIVISION OF CORPORATIONS

	O.C. FEE.	DISBURSED
<input checked="" type="checkbox"/> Capital Express™		
<input checked="" type="checkbox"/> Art. of Inc. File		
_____ Corp. Record Search		
_____ Ltd. Partnership File		
<input checked="" type="checkbox"/> Foreign Corp. File		
<input type="checkbox"/> () Cert. Copy(s)		
_____ Art. of Amend. File		
_____ Dissolution/Withdrawal		
_____ C U S-		
_____ Fictitious Name File		
_____ Name Reservation		
_____ Annual Report/Reinstatement		
_____ Reg. Agent Service		
_____ Document Filing		
_____ Corporate Kit		
_____ Vehicle Search		
_____ Driving Record		
_____ Document Retrieval		
_____ UCC 1 or 3 File		
_____ UCC 11 Search		
_____ UCC 11 Retrieval		
_____ File No.'s, _____ Copies		
_____ Courier Service		
_____ Shipping/Handling		
_____ Phone ()		
_____ Top Priority		
_____ Express Mail Prop.		
_____ FAX () pgs.		
SUBTOTALS		

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 -07/06/95 - 01018 - 000
 ****122.50 ****122.50

FEE.....	\$ _____
DISBURSED.....	\$ _____
SURCHARGE.....	\$ _____
TAX on corporate supplies.....	\$ _____
SUBTOTAL.....	\$ _____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____
	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

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ARTICLES OF INCORPORATION
OF
ABOVE AIR, INC.

The undersigned, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation:

ARTICLE I. CORPORATE NAME.

The name of the corporation is:
ABOVE AIR, INC.

ARTICLE II. NATURE OF BUSINESS AND POWERS.

The general nature of the business to be transacted by this Corporation is to engage in any and all business permitted under the laws of the State of Florida.

ARTICLE III. CAPITAL STOCK.

(1) The maximum number of shares of stock that this Corporation is authorized to issue and have outstanding at any one time is 1,000 shares of common stock having a par value of one dollar (\$1.00) per share.

(2) The capital stock may be paid for by property, labor, or services, at a just valuation to be fixed by the incorporator(s) or by the Board of Directors at a meeting called for such purpose, or at the organizational meeting.

(3) Property, labor or services may also be purchased

or paid for with the capital stock at a just valuation of said property, labor or services, to be fixed by the Board of Directors. Stock in other corporations or going businesses may be purchased by the corporation in return for the issuance of its capital stock, and said purchase shall be on the basis and for such consideration and the issuance of so much of the capital stock as the Board of Directors may decide.

ARTICLE IV. TERM OF EXISTENCE.

This corporation shall have perpetual existence commencing upon filing of these articles.

ARTICLE V. REGISTERED AGENT AND INITIAL REGISTERED OFFICE,
PRINCIPAL OFFICE AND MAILING ADDRESS.

The Registered Agent and the street address of the initial Registered Office of this Corporation in the State of Florida shall be:

Christopher Marino
7525 N.W. 61st Terrace, #3401
Parkland, Florida 33067

This shall also be the principal office of this Corporation and its mailing address. The Board of Directors from time to time may change the foregoing to any other address within the State of Florida.

ARTICLE VI. BOARD OF DIRECTORS.

This Corporation shall have one director initially. The number of directors may be increased or diminished from time

to time by ByLaws adopted by the stockholders, but shall never be less than one.

ARTICLE VII. INITIAL DIRECTOR.

The name of the initial director of this Corporation and his street address is:

Christopher Marino
7525 N.W. 61st Terrace, #3401
Parkland, Florida 33067

The person named as initial director shall hold office for the first year of existence of this Corporation or until his successor is elected or appointed and qualified, whichever occurs later.

ARTICLE VIII. INCORPORATOR.

The name and street address of the person signing these Articles of Incorporation as Incorporator is:

Christopher Marino
7525 N.W. 61st Terrace, #3401
Parkland, Florida 33067

ARTICLE IX. INDEMNIFICATION.

This Corporation shall indemnify any officer or director, or any former officer or director, to the fullest extent permitted by law.

ARTICLE X. AMENDMENT.

These Articles of Incorporation may be amended in the

manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders at a meeting of such stockholders and approved by at least a majority of the stockholders entitled to vote. Alternatively, an amendment may be approved by a written statement signed by all directors and stockholders.

ARTICLE XI. STOCKHOLDERS

The stockholders of this Corporation may divide themselves into groups for the purpose of obtaining unit control in the Corporation; and when any agreement is made between stockholders owning at least eighty percent (80%) of the stock then outstanding in the Corporation, such agreement shall be binding upon the Corporation, and shall be recognized by the Board of Directors and shall be observed by the Officers and Agents of the Corporation; and particularly, the stockholders are authorized to include in such agreement, entered into among themselves, the following as valid matters of agreement, to wit:

(1) The manner and method in which and the persons by whom directors may be elected.

(2) Any limitation upon the transferability or assignment of the stock of the Corporation.

(3) The conferring of preemptive rights of purchase upon the stockholders as conditions precedent to the sale of any additional stock.

(4) Any matter related to effectuating the purposes included in any of the foregoing matters.

Agreements among the stockholders shall continue to be binding upon the Corporation until there is filed with the Secretary of the Corporation, a written instrument, signed by the persons who originally created such stockholders' agreements (or their successors in ownership, providing such succession in ownership shall have been accomplished in accordance with the terms of the stockholders' agreements) consenting to the revocation and cancellation of the agreements among the stockholders.

Executed by the undersigned on July 5, 1995.



Christopher Marino, Incorporator

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CERTIFICATE DESIGNATING REGISTERED AGENT AND REGISTERED
OFFICE FOR THE SERVICE OF PROCESS WITHIN FLORIDA

In compliance with Section 48.091, Florida Statutes,
the following is submitted:

That ABOVE AIR, INC., desiring to organize or
qualify under the law of the State of Florida, has named
Christopher Marino, as its registered agent to accept service of
process within Florida at 7525 N.W. 61st Terrace, #3401,
Parkland, Florida 33067, which address is also designated as the
registered office of the corporation first mentioned above.



Christopher Marino

Title: Incorporator

Date: July 5, 1995

Having been named registered agent to accept service of
process for the above-named corporation, at the place designated
in this certificate, Christopher Marino, hereby agrees to act
in that capacity and further agrees to comply with the
provisions of all statutes relative to the proper and complete
performance of such duties.



Christopher Marino

Date: July 5, 1995